

Hearing Date: February 15, 2018 at TBD

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

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In re: PROMESA  
THE FINANCIAL OVERSIGHT AND Title III  
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3283-LTS  
as representative of  
THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)  
Debtors.<sup>1</sup>

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In re: PROMESA  
THE FINANCIAL OVERSIGHT AND Title III  
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 4780-LTS  
as representative of  
PUERTO RICO ELECTRIC POWER AUTHORITY **Court Filing Relates Only to PREPA**  
("PREPA"), **and Shall Only be Filed in Case No.**  
**17-BK-4780 (LTS)**  
Debtor.

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**NOTICE OF FILING OF (I) PROPOSED ORDER (A) AUTHORIZING DEBTOR  
PUERTO RICO ELECTRIC POWER AUTHORITY TO OBTAIN  
POSTPETITION SECURED FINANCING, (B) GRANTING PRIMING  
LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE  
EXPENSE CLAIMS, (C) MODIFYING THE AUTOMATIC STAY, AND  
(D) GRANTING RELATED RELIEF; AND (II) RELATED EXHIBITS**

**PLEASE TAKE NOTICE THAT** on February 6, 2018 the Court entered an order [ECF No. 636] (the "Scheduling Order") setting forth a schedule for additional briefing on the joint urgent motion of Puerto Rico Electric Power Authority ("PREPA" or the "Debtor"), by and

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

through the Financial Oversight and Management Board for Puerto Rico, as the Debtor's representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act*,<sup>2</sup> and the Puerto Rico Fiscal Agency and Financial Advisory Authority, as the entity authorized to act on behalf of PREPA pursuant to the authority granted to it under the Enabling Act of the Fiscal Agency and Financial Advisory Authority, Act 2-2017, for entry of interim and final orders (a) authorizing postpetition secured financing, (b) granting priming liens and providing superpriority administrative expense claims, (c) modifying the automatic stay, (d) scheduling a final hearing, and (e) granting related relief [ECF No. 549] (the "Postpetition Financing Motion").

**PLEASE TAKE FURTHER NOTICE** that in accordance with the Scheduling Order, attached hereto as **Exhibit A** is a proposed final order (the "Proposed Final Order") that PREPA will seek the entry of at the hearing scheduled for February 15, 2018 on the Postpetition Financing Motion. Attached hereto as **Exhibit B** is a redline of the Proposed Final Order to the form of order granting interim relief filed with the Postpetition Financing Motion. Attached hereto as **Exhibit C** is a redline of the Proposed Final Order to a revised form of order granting interim relief filed at ECF No. 600.

**PLEASE TAKE FURTHER NOTICE** that (i) attached as **Exhibit 1** to the Proposed Final Order is a revised Secured Superpriority Post-Petition Revolving Credit Loan and Security Agreement (the "Credit Agreement") by and between PREPA, as borrower, and the Commonwealth of Puerto Rico, as lender, and (ii) attached as **Exhibit 2** to the Proposed Order is the current initial 13-week cash flow budget. A redline comparison of the Revised Credit

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<sup>2</sup> PROMESA is codified at 48 U.S.C. §§ 2101-2241.

Agreement to the prior version of the Credit Agreement filed at ECF No. 586 is attached hereto as **Exhibit D**.

Dated: February 6, 2018  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

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THE PUERTO RICO FISCAL AGENCY  
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